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June 15, 2005

HAND DELIVER

Mr. Aster Adams, Chief
Competitive Markets & Policy Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

**Re: Docket 05-00092 Joint Petition for Approval to Transfer Authority To
Provide Telecommunications Services and To Sell Assets of KMC
Telecom III LLC and CenturyTel Acquisition, LLC**

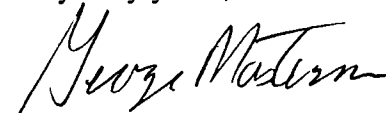
Dear Mr. Adams:

As you are aware, at its conference on Monday, June 13th, the Tennessee Regulatory Authority granted the captioned Petition, with the stipulation that the customer notification letter be revised in a manner acceptable to the staff of the TRA to include a statement that customers will receive at least 30 days notice of any rate increase implemented within 90 days of the closing of the transaction referred to in the Petition. Enclosed is a revised customer letter that includes the additional language regarding rate increases.

In response to your question, KMC Telecom III LLC sent copies of the letter included as an Attachment B to the captioned Petition to its Tennessee customers during the billing cycle that began on April 20, 2005 and continued through May 19, 2005

Please contact me if the staff needs additional information.

Very truly yours,



George H. Masterson

GHM:ch
Enclosure

Mr. Aster Adams, Chief
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cc: Hon. Pat Miller
Hon. Sara Kyle
Hon. Ron Jones
Hon. Debi Tate
Timothy C. Phillips, Esq.
Richard Collier, Esq.
Darlene Stanley
Richard R. Cameron, Esq.
Melissa S. Conway, Esq.
R. Dale Grimes, Esq.

AN IMPORTANT NOTICE REGARDING YOUR LOCAL AND LONG DISTANCE TELEPHONE SERVICE FROM KMC TELECOM AND CENTURYTEL

Dear Valued Customer:

KMC Telecom Holdings, Inc. is pleased to inform you that the telephone systems owned by its subsidiaries, ("KMC Telecom") which currently provide local, long distance, and data services to customers in the areas of (i) Ann Arbor, Michigan; (ii) Baton Rouge, Louisiana; (iii) Chattanooga, Tennessee; (iv) Corpus Christi, Texas; (v) Eden Prairie, Minnesota; (vi) Fort Wayne, Indiana; (vii) Huntsville, Alabama; (viii) Lansing, Michigan; (ix) Long View, Texas; (x) Madison, Wisconsin; (xi) Biloxi/Gulfport, Mississippi; (xii) Montgomery, Alabama; (xiii) Topeka, Kansas; (xiv) Akron, Ohio; (xv) Dayton, Ohio; and (xvi) Toledo, Ohio are being acquired by CenturyTel Acquisition LLC, an affiliate of CenturyTel, Inc. ("CenturyTel"). The anticipated date for the transfer of these services to CenturyTel is June or July of this year, or as soon thereafter as the necessary approvals are obtained. Upon completion of the transfer, CenturyTel will provide service to you and KMC Telecom will no longer be your service provider. CenturyTel is working closely with KMC Telecom to ensure that the transfer of control goes smoothly and without service interruption to any customers. Your local telephone number(s) will NOT change as a result of the transfer.

As a customer of CenturyTel, one of the largest and fastest growing independent phone companies, you will continue to receive all of the same features, services, rates, terms and conditions of service that you enjoy today. Notice of any future changes in rates or terms and conditions of service will be provided to you by mail or in your bill, or otherwise as provided in your service contract, if any. In addition to complying with any requirements of your service contract, CenturyTel will provide you with at least 30 days' written notice of any rate increase implemented within 90 days of completion of the transfer from KMC Telecom III LLC to CenturyTel. CenturyTel, Inc. (NYSE: CTL) provides a full range of local, long distance, Internet and broadband services to consumers in 22 states. Included in the S&P 500 Index, CenturyTel is a leading provider of integrated communications services to rural areas and smaller cities in the United States. CenturyTel has provided telecommunications services to customers for more than 70 years and currently provides services to more than 2.3 million telephone access lines. Using state of the art-equipment and knowledgeable employees, CenturyTel provides businesses with customized communications solutions, substantial savings and personalized customer service. In addition, many CenturyTel business customers will have a local, dedicated, single point of contact ready to answer their questions or provide additional services.

As always, you may choose another carrier for your telephone service at any time provided another service provider is available, and subject to the terms of your service contract, if any. Unless you choose another carrier before the transfer date, you will automatically become a CenturyTel customer for any services you currently receive from KMC Telecom upon completion of the transfer. You do not need to take any action to be transferred to CenturyTel. CenturyTel will pay any carrier change charges associated with the transfer of your account to it. If you have placed a "freeze" on KMC Telecom's local or long distance services to prevent their

unauthorized transfer to another carrier, it will be lifted when your KMC Telecom services are transferred to CenturyTel. At your request, CenturyTel can re-establish freeze protection for you after the transfer. There will be no change to the provider of any service you receive from a carrier other than KMC Telecom as a result of the transfer.

It has been the pleasure of KMC Telecom to provide you with quality local, long distance, and data communications services and we emphasize that you will be treated as a valued customer of CenturyTel. Until the actual transfer date, KMC Telecom will continue to be responsible for all customer service and billing issues. You should contact KMC Telecom with any complaints or other customer services inquiries you may have prior to the transfer. After the transfer date, you should refer your questions and complaints to CenturyTel.

The changes described above are subject to federal and state approval of the transfer control of the KMC Telecom telephone properties.

We appreciate your understanding and support during this transition period. If you have any questions regarding this notice or any of KMC Telecom's services, please contact a KMC Telecom representative at 1-800-850-9048, or by mail at 1545 Route 206, Suite 300, Bedminster, NJ 07921. Questions regarding CenturyTel may be directed to CenturyTel's representatives at 1 (800) 485-1402.